

James H.M. Sprayregen P.C.
Paul M. Basta
Ray C. Schrock
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
THE GREAT ATLANTIC & PACIFIC TEA)	
COMPANY, INC., <i>et al.</i>)	Case No. 10-24549 (RDD)
)	
Debtors.)	Joint Administration Requested
)	

PROPOSED AGENDA FOR FIRST DAY HEARING

Time and Date of Hearing: December 13, 2010 at 3:00 p.m. (Eastern Standard Time)

Location of Hearing: The Honorable Robert D. Drain, Bankruptcy Judge
United States Bankruptcy Court of the Southern District of New York,
300 Quarropas Street, White Plains, New York 10601-4140.

Copies of Motions: A copy of each pleading can be viewed on the Court's website at
www.ecf.nysb.uscourts.gov and at the website of the Debtors' proposed
notice and claims agent, Kurtzman Carson Consultants LLC ("**KCC**"), at
www.kccllc.net/aptea or by calling KCC at 877-660-6625, or
internationally at 732-645-4133.¹

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty
(Continued...)

I. INTRODUCTION

- A. First Day Declaration. Declaration of Frederic F. Brace (A) In Support of Debtors' Chapter 11 Petitions and First Day Motions and (B) Pursuant To Local Rule 1007-2 [*Docket No. 7*]
- B. Joint Administration Motion. Debtors' Motion for Entry of an Order Directing Joint Administration of Their Related Chapter 11 Cases [*Docket No. 2*]

II. FINANCING MOTION

- A. DIP Financing Motion. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors (A) To Obtain Post-petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364; and (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [*Docket No. 19*]

III. OPERATIONAL MOTIONS

- A. Cash Management Motion. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Maintain Existing Investment Practices, (C) Continue Intercompany Transactions and (D) Provide Postpetition Intercompany Claims Administrative Expense Priority [*Docket No. 17*]
- B. Critical Vendors Motion. Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Certain Prepetition Claims of Critical Vendors and Section 503(9) Claims, Approving Related Procedures, and Granting Related Relief [*Docket No. 15*]

Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman's Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack's of Ohio, Inc. (5542); Food Basics, Inc. (1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Grapefinds, Inc. (4053); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl's Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc. (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

- C. Declaration in Support of Critical Vendors Motion. Declaration of Frederic F. Brace in Support of Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to Pay Certain Prepetition Claims of Critical Vendors and Section 503(b)(9) Claims, Approving Related Procedures, and Granting Related Relief [*Docket No. 16*]
- D. Lienholders and PACA Claims Motion. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing Debtors to Pay Prepetition Claims of Warehousemen and Miscellaneous Lien Claimants; (B) Authorizing the Debtors to Grant Administrative Expense Priority to All Undisputed Obligations for Merchandise Ordered Prepetition and Delivered Postpetition and Satisfy Such Obligations in the Ordinary Course of Business; and (C) Approving the PACA Procedures and Authorizing the Debtors to Pay Allowed PACA Claims [*Docket No. 8*]
- E. Wages and Benefits Motion. Debtors' Motion for Entry of Interim and Final Orders Authorizing, but not Directing, Debtors to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefits Programs [*Docket No. 3*]
- F. Customer Programs Motion. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain and Administer Customer Programs and Practices and Honor Related Prepetition Obligations [*Docket No. 4*]
- G. Trust Fund Motion. Motion for Authority to Release Certain Funds Held In Trust and to Continue Performance and Honor Obligations Under Consignment Arrangements and Deposit Arrangements [*Docket No. 9*]
- H. "Dark Store" Real Property Leases Rejection Motion. Debtors' First Omnibus Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases *Nunc Pro Tunc* to the Date Hereof [*Docket No. 18*]
- I. NOLs Motion. Debtors' Motion for the Entry of an Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness With Respect to Certain Equity Securities, and Granting Related Relief [*Docket No. 10*]
- J. Taxes Motion. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Taxes and Fees [*Docket No. 6*]

IV. PROCEDURAL MOTIONS

- A. Creditors' Matrix Motion. Debtors' Motion for Entry of an Order Authorizing The Debtors to (A) Prepare a List of Creditors in Lieu of a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 40 Largest Unsecured Creditors and (C) Mail Initial Notices [*Docket No. 12*]
- B. Extension of Schedules and Statements Deadline Motion. Debtors' Motion for Entry of an Order Extending the Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases and Statements of Financial Affairs [*Docket No. 13*]

- C. Case Management Procedures Motion. Debtors' Motion for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures [*Docket No. 5*]
- D. KCC Retention Application. Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Notice and Claims Agent [*Docket No. 14*]

New York, New York
Dated: December 13, 2010

/s/ Paul M. Basta

James H.M. Sprayregen P.C.
Paul M. Basta
Ray C. Schrock
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors
and Debtors in Possession